

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA**

IN RE CABOT OIL & GAS CORPORATION
DERIVATIVE LITIGATION

Lead Case No. 3:20-cv-01948-CCC

**JOINT STIPULATION AND ORDER
SETTING SCHEDULE IN
CONSOLIDATED SHAREHOLDER
DERIVATIVE ACTION**

Plaintiffs and Defendants in the above-captioned action respectfully submit the following stipulation and proposed order with respect to the schedule in this action. The Parties agree and stipulate, subject to approval of the Court, that the consolidated complaint in this action will be filed within 45 days after the consolidated complaint is filed in the related securities class action, captioned *Delaware County Employees Retirement System v. Cabot Oil & Gas Corporation*, No. 20-cv-1815 (“Securities Class Action”), and that the parties will meet and confer at least one week before the filing of any motion.

WHEREAS, on October 22, 2020, plaintiff Jody Ezell (“Plaintiff Ezell”) filed a shareholder derivative action on behalf of nominal defendant Cabot Oil & Gas Corporation (“Cabot” or the “Company”) in this Court for breaches of fiduciary duties, contribution for violations of Sections 10(b) and 21D of the Securities Exchange Act of 1934 (the “Exchange Act”), and insider trading (*i.e.*, *Brophy* claim) against nominal defendant Cabot and defendants Dan O. Dinges, Scott C. Schroeder, Dorothy M. Ables, Rhys J. Best, Robert S. Boswell, Amanda M. Brock, Peter B. Delaney, Robert Kelley, W. Matt Ralls, and Marcus A. Watts (collectively, the “Individual Defendants,” and together with Cabot, “Defendants”), captioned *Ezell v. Dinges, et al.*, Case No. 3:20-cv-01948-CCC (the “*Ezell* Action”);

WHEREAS, on November 13, 2020, plaintiff Leon Fischer (“Plaintiff Fischer,” and together with Plaintiff Ezell, “Plaintiffs”) filed another shareholder derivative action on behalf of nominal defendant Cabot in this Court alleging substantially similar facts and making similar claims including for breaches of fiduciary duties, unjust enrichment, waste of corporate assets, violations of Sections 14(a), 10(b), and 20(a) of the Exchange Act, and for contribution under Sections 10(b) and 21(D) of the Exchange Act against the same Defendants, captioned *Fischer v.*

Dinges, et al., Case No. 3:20-cv-02119-RDM (the “*Fischer* Action,” and together with the Ezell Action, the “Related Derivative Actions”);

WHEREAS, on December 9, 2020, the Court consolidated the Related Derivative Actions for all purposes, including pre-trial proceedings and trial, under Case No. 3:20-cv-01948-CCC (the “Consolidated Action”);

WHEREAS, on December 9, 2020, the Court designated The Brown Law Firm, P.C. and Glancy Prongay & Murray LLP as Co-Lead Counsel representing Plaintiffs in the Consolidated Action;

WHEREAS, on December 9, 2020, the Court designated The Rosen Law Firm, P.A. as Liaison Counsel representing Plaintiffs in the Consolidated Action;

WHEREAS the Court ordered on December 9, 2020, that within 30 days, the parties meet and confer and submit a proposed schedule with the Court.

WHEREFORE, the parties, through their undersigned counsel, hereby agree, stipulate, and respectfully request that the Court enter an Order as follows:

1. The consolidated complaint in this Consolidated Action will be filed within 45 days after an amended complaint is filed in the related Securities Class Action.
2. Defendants are relieved of their obligation to respond to the existing complaints filed in the *Ezell* and *Fischer* actions.
3. The parties will meet and confer at least one week prior to filing any motion. Nothing in this order shall prohibit either party from filing any motion at any particular time, or prevent either party from responding to any particular motion, provided that the parties meet and confer as provided in paragraph 2, and subject to any limitations imposed by the Federal Rules of Civil Procedure and the rules of this Court.

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Counsel for Plaintiffs Ezell and Fischer

IT IS SO ORDERED.

Dated: _____, 2021

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